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BellSouth Telecommunications, Inc.

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Guy M. Hicks
General Counsel

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January 7, 2004

VIA HAND DELIVERY

Hon. Deborah Taylor Tate
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

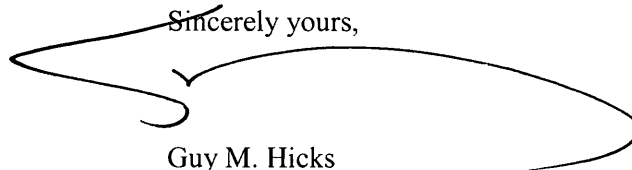
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DSLnet Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 04-00005

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, DSLnet Communications, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated January 10, 2003. The Amendment adds rates and modifies Attachment 4 - Collocation to reflect Power Reduction.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Wendy Bluemling, DSLnet Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DSLnet Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND DSLNET COMMUNICATIONS, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, DSLnet Communications, LLC ("DSLnet") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 10, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, DSLnet and BellSouth state the following:

1. DSLnet and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to DSLnet. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 3, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds rates and modifies Attachment 4 – Collocation to reflect Power Reduction. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, DSLnet and BellSouth are submitting their Amendment to the TRA for its consideration

and approval. The Amendment provides that either or both of the parties are authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and DSLnet within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. DSLnet and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

DSLnet and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 7th day of Jan., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

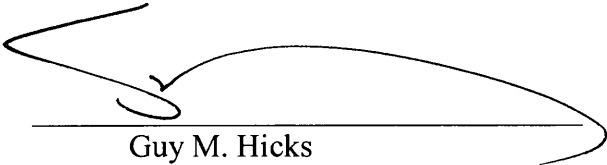
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 7th day of Jan, 2004:

Wendy Bluemling
Assistant Vice President
DSLnet Communications, LLC
5th Floor
545 Long Wharf Drive
New Haven, Connecticut 06511



Guy M. Hicks

**AMENDMENT
TO THE
AGREEMENT BETWEEN
DSLNET COMMUNICATIONS, LLC AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED JANUARY 10, 2003**

Pursuant to this Amendment, (the "Amendment"), DSLnet Communications, LLC ("DSLnet") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated January 10, 2003 ("Agreement") shall be deemed effective from the date of the last signature.

WHEREAS, BellSouth and DSLnet entered into the Agreement on January 10, 2003, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Attachment 4, Collocation, Section 7, is hereby amended to add new Sections 7.8.8-7.8.10 as follows:
 - 7.8.8 BellSouth will revise recurring power charges to reflect a power reduction upon BellSouth's receipt of the Power Reduction Form from DSLnet certifying the completion of the power reduction, including the removal of the power cabling by DSLnet's BellSouth Certified Supplier.
 - 7.8.9 If DSLnet desires to reduce the amount of power that it has requested from BellSouth, DSLnet must submit a Subsequent Application for this power reduction. If no other modifications to the Collocation Space are requested other than the reduction in power, the Power Reduction Only, Application fee, as set forth in Exhibit B will apply. If other modifications are requested in addition to the reduction of power, the Subsequent Application Fee will apply. BellSouth will bill the appropriate nonrecurring application fee on the date BellSouth provides an Application Response to DSLnet.
 - 7.8.10 In Alabama and Louisiana, if DSLnet is currently served from the BellSouth main power board and requests that its power be reconfigured to connect to a BellSouth BDFB in a specific central office, DSLnet must submit a Subsequent Application to BellSouth. A response to such application will be provided by BellSouth within seven (7) calendar days and no application fee will apply for the initial power reduction at each "BellSouth Premises" in which DSLnet is currently collocated.

2. The Parties agree that the Agreement between DSLnet and BellSouth is hereby amended to add to Attachment 4, Collocation, Exhibit D rates as set forth in Exhibit 1, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated January 10, 2003, shall remain in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below

BellSouth Telecommunications, Inc.

DSLnet Communications, LLC

By: Pet P Fink
Name: PATRICK C. FINK
Title: Asst Director
Date: 10/28/03

By: Schula Hobbs
Name: Schula Hobbs
Title: Sr. Mgr - Reg Affairs
Date: 10/27/03

Power Reduction Amendment

COLLOCATION - South Carolina													
CATEGORY	RATE ELEMENTS	Inter m Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR		Attachment 4 Incremental Charge - Manual Svc Order vs Electronic- 1st		Exhibit B Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	
PHYSICAL COLLOCATION	Physical Collocation - Power Reduction Only, Application Fee	I	CLO	PE1PR	Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)		SOMAN	
						First	Add'l	First	Add'l	SOMAN	SOMAN	SOMAN	SOMAN
						400 33							

COLLOCATION - Tennessee									
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES (\$)		Attachment 4	
								Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	OSS Rates (\$)	
						Nonrecurring First	Add'l	Nonrecurring First	Add'l
						Rec		Nonrecurring Disconnect First	Add'l
PHYSICAL COLLOCATION									
	Physical Collocation - Power Reduction Only, Application Fee	I		CLO	PE1PR	400 10			